


witness or witnesses to be designated by the Federal Deposit Insurance Corporation (“*FDIC*”), who are competent to testify with respect to the matters set forth in the attached *Exhibit A*, commencing at 9:00 a.m. (Eastern Daylight Time) on July 30, 2010, at the offices of Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (or at such time and place as may be agreed upon by the parties). Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, the FDIC is required to designate one or more officers, directors, managing agents or other persons who consent to testify on the their behalf regarding the matters set forth in the attached *Exhibit A*.

The deposition(s) will be conducted under oath by an officer authorized to take such testimony, will be recorded by stenographic means, and will continue from day to day until completed or adjourned. You are invited to attend and cross-examine.

Dated: July 22, 2010
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Marcos A. Ramos (No. 4450)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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ATTORNEYS FOR ADVANTA CORP.

EXHIBIT A

Definitions

1. The terms “*You*” or “*Your*” means the Federal Deposit Insurance Corporation and all persons acting on its behalf.
2. The terms “*and*” and “*or*” shall be construed either disjunctively or conjunctively so as to bring within the scope of a particular Request all information that might otherwise be construed to be outside its scope.
3. The term “*communication*” shall mean any transmittal of information (in the form of facts, ideas, inquiries, photographs, drawings or otherwise), and a Request for all documents concerning “communications” includes correspondence, facsimile transmissions, telecopies, email, all attachments and enclosures thereto, recordings in any medium of oral communications, voicemails, telephone logs, message logs, and notes and memoranda concerning written or oral communications, and any translations thereof and any other documents concerning any of the foregoing.
4. The term “*concerning*” shall mean comprising, evidencing, constituting, describing, referring, reflecting, recording, memorializing, discussing, evaluating, considering, reviewing or reporting on.
5. The term “*including*” shall mean including without limitation.
6. The term “*IRS*” means the Internal Revenue Service.
7. The term “*person*” shall mean, without limitation, any entity, natural person, public, private or semi-public corporation, company, firm, partnership, joint venture, association, sole proprietorship, cooperative, institute, or other business, legal or governmental association, agency, service, commission, regulator or other entity. References to a person shall

include all of such person's predecessors or successors in interest, present or former divisions, subsidiaries, partners and affiliates and present and former directors, officers, executives, trustees, employees, principals, attorneys, financial advisors, representatives and other persons acting or purporting to act on such person's behalf.

8. The term "*TSA*" means the Fourth Amended and Restated Tax Sharing Agreement, dated as of May 1, 1995, by and between Advanta and its wholly-owned direct and indirect subsidiaries including ABC.

Topics for Examination

1. The FDIC's review of the December 31, 2009 Call Report filed by ABC (the "Call Report"), the FDIC's rejection of the Call Report, all communications with ABC about the Call Report, the bases for FDIC's rejection of the Call Report, the FDIC's involvement in ABC's amendment of the Call Report and the FDIC's analysis of the amended Call Report.

2. The FDIC's experience with filing competing tax returns for banks in receivership from at least January 1, 2003 to the present, including with respect to the timing of such filings and with respect to statutory and regulatory tax filing deadlines.

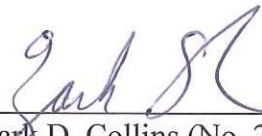
3. The FDIC's experience and communications with the IRS from at least January 1, 2003 to the present concerning:

- (i) filing competing tax returns for banks in receivership, including ABC and any other banks;
- (ii) amending tax returns of banks in receivership, including ABC and any other banks;
- (iii) elections made on tax returns prior to a bank being placed in receivership; or
- (iv) consolidated tax returns which include banks that are later placed in receivership.

4. The FDIC's communications with ABC from January 1, 2005 to the present concerning tax returns or other IRS filings by, or on behalf of, ABC, including as part of: (i) ABC's annual safety and soundness exam or (ii) any other FDIC exam of ABC.

5. The FDIC's (i) communications with ABC concerning the TSA, (ii) analysis and construction of the TSA, and (iii) communications with ABC concerning any potential tax refund attributable to 2009 losses.

Dated: July 22, 2010
Wilmington, Delaware



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ATTORNEYS FOR ADVANTA CORP.

CERTIFICATE OF SERVICE

I, Zachary I. Shapiro, certify that on July 22, 2010, I caused copies of the foregoing *Notice of Deposition of the Federal Deposit Insurance Corporation Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure* to be served upon the parties, and in the manner, listed below.

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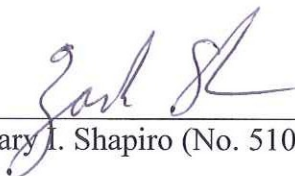
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Dated: July 22, 2010
Wilmington, Delaware



Zachary I. Shapiro (No. 5103)